

**IN THE UNITED STATES DISTRICT COURT  
FOR THE EASTERN DISTRICT OF PENNSYLVANIA**

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SETH D. HARRIS,  
ACTING SECRETARY OF LABOR,  
a/k/a THOMAS E. PEREZ,  
SECRETARY OF LABOR,  
UNITED STATES DEPARTMENT OF LABOR,

Plaintiff,

v.

HARVEY, PENNINGTON LTD., ERNEST  
BERNABEI, FREDERICK WALTON, and  
HARVEY PENNINGTON, LTD. PROFIT  
SHARING 401(k) PLAN,

Defendants.

Civil Action No. 12-4813

**ORDER MODIFYING CONSENT JUDGMENT**

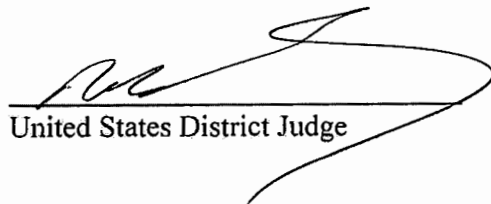
AND NOW this 17<sup>th</sup> day of March, 2014, upon consideration of the unopposed motion of Defendants and the Harvey Pennington, Ltd. Profit Sharing 401(k) Plan (collectively, "Defendants"), to approve and enter a modification to the Consent Judgment of record in this action at Docket No. 12, the motion is GRANTED and it is hereby ORDERED, ADJUDGED, and DECREED that:

1. The existing Consent Judgment in this action (Doc. #12), is affirmed and remains except as explicitly changed by this Order Modifying Consent Judgment.
2. Millennium Investment & Retirement Advisors, LLC ("Millennium"), is appointed as the replacement independent Monitoring Fiduciary of the Plan with the Monitoring Duties defined in the Consent Judgment and as set forth in the July 16, 2013, engagement letter attached hereto.
3. Millennium must provide 90 days' written notice to Harvey, Pennington Ltd. of its intent to terminate its role as the Plan's independent Monitoring Fiduciary. In the event a

termination notice is provided during any period when the Consent Judgment requires an independent Monitoring Fiduciary, Harvey, Pennington Ltd. shall propose a replacement independent Monitoring Fiduciary to Plaintiff within 30 days of receiving such notice. The replacement independent Monitoring Fiduciary and the terms of the replacement Monitoring Fiduciary's engagement shall be subject to approval of Plaintiff and the Court. The same procedure shall be followed for any subsequent replacement Monitoring Fiduciary during any period of time when an independent Monitoring Fiduciary is required to serve pursuant to this Consent Judgment. No independent Monitoring Fiduciary required by this Consent Judgment shall cease performing its duties prior to the approval and appointment by the Court of a replacement independent Monitoring Fiduciary.

4. The Court directs the entry of this Order Modifying Consent Judgment as a final order.

Date: 3.17.14

  
United States District Judge